

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

April 18, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO**  
**RULE 13a-16 OR 15d-16 UNDER**  
**THE SECURITIES EXCHANGE ACT OF 1934**

April 18, 2012

Commission File Number 001-33725

**Textainer Group Holdings Limited**

(Translation of registrant's name into English)

Century House

16 Par-la-Ville Road

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**Hamilton HM 08**

**Bermuda**

**(441) 296-2500**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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On or about April 18, 2012, Textainer Group Holdings Limited (the Company) caused copies of the following documents to be mailed to the Company's shareholders of record: (1) the Company's 2011 Annual Report to Shareholders and (2) the Company's Notice of 2012 Annual General Meeting of Shareholders to be held on May 17, 2012, together with the accompanying Proxy Statement and accompanying Form of Proxy Card.

The Company's 2011 Annual Report to Shareholders includes the Company's financial highlights, letter to shareholders and Annual Report on Form 20-F for the fiscal year ended December 31, 2011. The following documents, filed as exhibits to this Form 6-K, are incorporated by reference as part of this Form 6-K:

| <b>Exhibit</b> | <b>Description of Exhibit</b>  |
|----------------|--|
| 99.1           | Textainer Group Holdings Limited 2011 Annual Report to Shareholders  |
| 99.2           | Textainer Group Holdings Limited Notice of 2012 Annual General Meeting of Shareholders to be Held May 17, 2012, Proxy Statement and Form of Proxy Card |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 18, 2012

**Textainer Group Holdings Limited**

/s/ Philip K. Brewer  
Philip K. Brewer  
President and Chief Executive Officer

**EXHIBIT INDEX**

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